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March 17, 2014

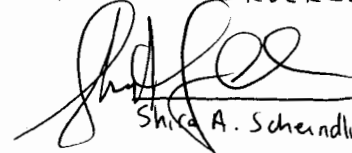
**VIA E-MAIL**

The Honorable Shira A. Scheindlin  
United States District Judge  
U.S. District Court for the Southern District of New York  
Daniel Patrick Moynihan Courthouse  
500 Pearl Street, Room 1620  
New York, New York 10007-1312

Defendants' request to submit a  
5 page surreply is hereby granted.

March 18, 2014

SO ORDERED:

  
Shira A. Scheindlin, USDT

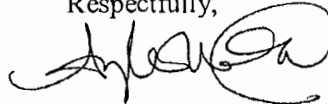
**Re: Master File C.A. No. 1:00-1898 (SAS), M21-88, MDL No. 1358 (SAS)**  
***New Jersey Dep't of Env't'l Prot., et al. v. Atlantic Richfield Co., et al.***  
**No. 08-CIV-00312**

Dear Judge Scheindlin:

In support of its Motion for Approval of the Proposed Citgo Judicial Consent Order, plaintiffs submitted an 18-page reply brief attaching two expert declarations, including one from their expert hydrogeologist Mr. Anthony Brown. Prior to filing the reply, none of plaintiffs' experts had disclosed any opinions or submitted any reports or declarations justifying the settlement terms. Accordingly, defendants did not have an opportunity to address Mr. Brown's arguments in their opposition briefs. Therefore, Defendants Atlantic Richfield Company and BP Products North America Inc. (collectively, "BP"), along with Defendants Chevron U.S.A. Inc., Getty Petroleum Marketing Inc., Getty Properties Corp., and Unocal Corporation, respectfully request leave to file a five-page sur-reply, a copy of which is attached, to address the issues raised in the reply brief and Mr. Brown's expert declaration.

Thank you for your consideration.

Respectfully,



Sylvia Winston

Enclosure

cc: All Counsel of Record via LNFS (with attachment)

Hong Kong London Los Angeles Munich New York Palo Alto San Francisco Shanghai Washington, D.C.